

# **WGBH Educational Foundation By-Laws**

As amended October 5, 2011

## **Preamble**

The purpose of this not-for-profit corporation is to promote the general education of the public by offering television, radio and other telecommunications programs and services that inform, inspire and entertain, so that persons of all ages, origins and beliefs may be encouraged, in an atmosphere of artistic freedom, to learn and appreciate the history, the sciences, the humanities, the fine arts, the practical arts, the music, the politics, the economics, and other significant aspects of the world they live in, and thereby to enrich and improve their lives.

## **Article I**

### **Powers of the Corporation Vested in Trustees**

All the powers of the Corporation may be exercised and its purposes shall be accomplished by a board of no fewer than twenty-one and no more than thirty-five trustees. The trustees shall be the members of the Corporation by virtue of their offices as trustees.

## **Article II**

### **Officers**

The officers of the Corporation shall consist of a chair who shall be a trustee, a president who shall be a trustee, a treasurer, a clerk and such other officers, as the trustees may from time to time appoint. Neither the treasurer, the clerk nor any such officer appointed by the trustees, other than the vice-chairs, need be a trustee. Subject to law and to the provisions of these by-laws, each officer shall hold office until his/her successor is chosen and qualified. The trustees may remove from office any officer or agent of the Corporation, provided, however, that the removal of the chair of the board may be for cause only.

## **Article III**

### **Membership of Board of Trustees**

(A) The trustees of the Corporation shall be (a) the four persons who shall from time to time hold the following offices: Administrator of the Lowell Institute; Chair of the WGBH Board of Overseers; the Chair or a member of the Executive Committee of the

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WGBY Board of Tribunes; and the President of the Corporation, these trustees to be known as ex-officio trustees; (b) five persons elected by the trustees, as the same shall be constituted from time to time, from among those persons who shall from time to time hold the following offices: President of Boston College; Chairman of the Trustees of the Boston Symphony Orchestra; President of Boston University; President of Brandeis University; President of Harvard University; President of Massachusetts Institute of Technology; Chair or President of the Trustees of the Museum of Fine Arts; Chair of the Board of Trustees or President of the Museum of Science; President of the New England Conservatory of Music; President of Northeastern University; President of Simmons College; President of Suffolk University; President of Tufts University; President of the University of Massachusetts; and President of Wellesley College, all of these persons to be known as the Institutional Trustees, and the five persons elected at any one time from among them to be known as the Active Institutional Trustees; (c) notwithstanding the previous clause, the board may substitute the election of one Active Institutional Trustee with the election of one person who shall be the CEO or board chair of a major Boston area regional cultural or educational non-profit organization, such person to be known as an At-Large Institutional Trustee; and (d) no fewer than twelve and no more than twenty-six persons elected by the trustees, as the same shall be constituted from time to time, these trustees to be known as the elected trustees and, together with the ex-officio trustees and the Active Institutional trustees, known collectively as the trustees.

(B) An ex-officio trustee shall hold office as long as he/she shall continue to hold the other offices or designations stated in Article III(A), and when an ex-officio trustee shall cease to be a trustee, his/her successor to such other office or designation shall become a trustee forthwith. An Active Institutional Trustee shall hold office as long as he/she shall continue to hold the other offices or designations stated in Article III(A), and when he/she shall cease to hold such office, he/she also shall cease to be a trustee, and the board may elect a new Active Institutional Trustee from among the Institutional Trustees.

(C) An elected trustee shall hold office for a term of three years, except that the board may first elect a person to be a trustee for an initial term shorter than three years. Any trustee subsequently re-elected shall serve for three-year terms.

(D) An Active Institutional Trustee or At-Large Institutional Trustee shall hold office for a term of three years, except that the board may first elect a person to be a trustee for an initial term shorter than three years. Any Active Institutional Trustee or At-Large Institutional Trustee subsequently re-elected shall serve for terms not exceeding three years. Institutional Trustees who are not at the time Active Institutional Trustees shall have the right to receive notices of, and attend, meetings of the trustees but without the right to vote at such meetings.

(E) A person shall not serve as an elected trustee more than three consecutive three-year terms. Notwithstanding the foregoing limitation for elected trustees, the chair and any

vice-chairs, and the president of the Corporation, may be elected to a term which exceeds the foregoing limit on consecutive terms while he/she holds such office or if he/she is then being elected to such office, and any person first elected to a term of less than three years may be elected subsequently to three consecutive three-year terms. Terms separated by twelve or more consecutive calendar months shall not be considered consecutive terms.

(F) The Board may award the designation "Trustee Emeritus" or "Trustee Emerita" to any former trustee who has served as a trustee for at least nine years or whose exceptional service to the Corporation, in the opinion of the trustees, merits this honorary title.

## Article IV

### Committees

The board of trustees may elect or appoint from its members an executive committee and other committees and may delegate thereto some or all of its powers; provided that any committee to which the powers of the trustees are delegated shall consist solely of trustees. Unless the trustees otherwise determine, the executive committee shall be vested with power to take any action which the board of trustees could take with respect to the conduct and management of the affairs of the Corporation, except for such matters as are specified in Section 55 of Chapter 156B of the Massachusetts General Laws.

The executive committee shall consist of not less than two trustees in addition to the chair of the board and the vice-chairs of the board, if any. The chair and vice-chairs shall be ex officio members of the executive committee. All members of any such committees shall hold such offices at the pleasure of the board of trustees. The board of trustees may abolish any such committee at any time.

Any committee to which the board of trustees may delegate any of its powers or duties shall keep records of its meetings and shall upon request report its action to the board of trustees. The board of trustees shall have the power to rescind or alter any action of any committee; provided that no rights of third parties shall be impaired by such rescission or alteration.

## Article V

### Meetings of Board of Trustees and Meetings of Executive And Other Committees

An annual meeting of the trustees shall be held at Boston on the first Wednesday in February in each year. Special meetings of the trustees may be held at any time, either in Boston or elsewhere within the Commonwealth, upon request of any trustee. A special meeting in lieu of the annual meeting may be held at any time, and such special meeting

shall have for purposes of these By-Laws or otherwise all the force and effect of an annual meeting.

Except as the board of trustees may otherwise determine, any committee established by the board of trustees may make rules for the conduct of its business, but unless otherwise provided by the board of trustees or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-Laws for the board of trustees. A majority of the members of a committee at the time in office shall constitute a quorum for the transaction of any business at any meeting, but in the absence of a quorum, any member or members may adjourn the meeting until a quorum is present. Any action permitted to be taken at any meeting of any committee may be taken without a meeting if written consent thereto is signed by all members of any such committee and such consent is filed with the minutes of the trustees. Such consent shall be treated as a vote for all purposes. All committee meetings shall take place within the Commonwealth of Massachusetts.

The members of the board of trustees or any committee elected thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

## Article VI

### Notice

Notice shall be given to all trustees of all meetings of the board. For all meetings, it shall be reasonable and sufficient notice to a trustee to send notice by mail, telegram, facsimile transmission or other means of telecommunications at least three days before the meeting directed to him/her at the address furnished by such trustee or to give notice to him/her in person or by telephone at least three days before the meeting. Notice sent by mail shall be deemed given two days after postmark. All notices of meetings shall be given by the chair, president, clerk or an assistant clerk. Whenever notice of a meeting is required to be given a trustee under any provision of law, the Articles of Organization or these By-Laws, a written waiver thereof, executed before or after the meeting by such trustee (or his/her authorized attorney) and filed with the records of the meeting, shall be deemed equivalent to such notice.

## Article VII

### Election and Duties of Officers

The trustees shall, at the annual meeting, elect a chair, a president, a treasurer and such other officers as they may wish to appoint. The chair shall preside at all meetings of the trustees at which he/she is present. In the absence of the chair, a vice chair, if any, shall preside at all meetings of the trustees at which he/she is present. The president shall be the chief executive officer of the Corporation and shall have general charge and supervision of the affairs of the Corporation.

In the case of a vacancy in the office of president or his/her inability to carry out his/ her duties, his/her place shall be filled by such officer as the trustees shall designate.

The treasurer shall be the principal financial officer of the Corporation and shall keep the books of account and the financial records of the Corporation and shall have such other duties and powers as may be designated from time to time by the trustees or by the president.

The trustees shall, at the annual meeting, elect a clerk, who shall be a resident of Massachusetts. The clerk shall keep a record of all meetings of the trustees and give notice thereof. Any officer may be required by the trustees to give bond for the faithful performance of his/her duties to the Corporation in such amount and with such sureties as the trustees may determine.

## Article VIII

### Quorum and Powers of Trustees

A majority of the trustees at the time in office shall constitute a quorum for the transaction of any business at any meeting, but in the absence of a quorum, any trustee or trustees present may adjourn the meeting until a quorum is present. The trustees may fill any vacancies at any time occurring in the offices of the president, the treasurer, the clerk or in any other offices. The trustees may fill any vacancies at any time occurring by reason of death, incapacity, resignation or removal of an elected trustee. Any new trustee so elected must qualify as an "elected trustee" as defined in clause (2) of Article III and shall serve for the balance of the term previously held by the elected trustee where death, incapacitation, resignation or removal created the vacancy. The trustees may cause any securities owned by the Corporation to be registered in the name of two or more of their number, either individually or as trustees of this Corporation, and the trustees so named, or their survivors or survivor, shall have power to assign and transfer such securities, and to execute power of attorney, proxies to vote, dividend orders, subscriptions and other instruments relating to such securities. No trustee shall be liable for retaining bonds or securities unregistered, for leaving securities in the possession or control of any other of the trustees, for any error of judgment, or for anything except his/her own willful personal default.

## Article IX

### Execution of Documents

Except as the trustees or executive committee may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the Corporation, shall be signed on behalf of the Corporation by the president or by the treasurer.

## Article X

### Seal

The seal of the Corporation shall consist of a circular impression bearing the Corporation name and the year of incorporation.

## Article XI

### Fiscal Year

Except as from time to time otherwise provided by the trustees, the fiscal year of the Corporation shall end August 31.

## Article XII

### Amendments

These By-Laws may be altered, amended or repealed by vote of a majority of the members at the time in office, at any meeting thereof called in the same manner as a meeting of the trustees, of which the notice shall specify the subject matter of the proposed alteration, amendment, or repeal, or the articles to be affected thereby.

Each member shall have one vote. Members may vote either in person or by proxy in writing dated not more than six months before the meeting named therein, which shall be filed with the clerk of the meeting, or any adjournment thereof before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment therefore being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting.

## Article XIII

### Indemnification

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Section 1. The Corporation shall indemnify each person who is serving, or who has served, as a trustee or officer of the Corporation, or of any wholly-owned subsidiary of the Corporation, against all liabilities and expenses in connection with the defense and disposition of any action in which such person may be involved or with which such person may be threatened, while in office or thereafter, by reason of such person's being or having been a trustee or officer or by reason of such person's performing a service at the request of the Corporation.

Without further authorization, the Corporation may defend and indemnify in an amount not to exceed \$250,000, an employee of the Corporation who is, by reason of being an employee, named as a defendant in legal actions; provided that the management of the Corporation believes that the employee had acted in good faith in the interests of the Corporation.

The Corporation may indemnify other persons who are serving or have served as employees or agents of the Corporation or of any other corporation, trust or organization in which the Corporation has an interest whenever and to the extent authorized by a majority of the trustees.

This Article shall not limit any right of indemnification existing independently of this Article.

Section 2. Notwithstanding the provisions of Section 1, no indemnification shall be provided for any person with respect to any matter as to which such person has been determined by a majority vote of disinterested trustees or adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's actions were in the best interest of the Corporation. If less than a quorum of the trustees are disinterested, the disinterested trustees by unanimous vote shall appoint an independent referee to make such determination, and the opinion of such referee shall be binding upon the Corporation.

Section 3. Notwithstanding the provisions of Section 1, indemnification under this Article will not include payment by the Corporation of expenses incurred in advance of the final disposition of an action or proceeding, unless the Corporation has received a written undertaking by the person indemnified to repay such payment if he/she is adjudicated not to be entitled to indemnification under the terms of Section 2 of this Article.

Section 4. The Corporation may purchase and maintain insurance on behalf of any person who is entitled to indemnification under this Article.

Section 5. As used in this Article, the terms “trustee,” “officer,” “employee,” and “agent” shall include their respective heirs, executors and administrators. The term “liabilities and expenses” shall include amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and attorneys’ fees reasonably incurred by such person. The term “action” shall include any suit or other proceeding whether civil, criminal, administrative or investigative.

#### Article XIV

##### Overriding Requirements of Law

The foregoing Articles shall be subject to any provision of law applicable to the Corporation or its activities.